

4-349A014

BURLINGTON NORTHERN INC.

December 11, 1984

James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 6521-14 Filed 1425

DEC 14 1984 2 25 PM

Dear Secretary Bayne:

INTERSTATE COMMERCE COMMISSION

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the St. Louis-San Francisco Railway Company Conditional Sale Agreement dated March 1, 1972 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Conditional Sale Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

St. Louis-San Francisco Railway Conditional Sale Agreement dated as of March 1, 1972, with General Motors Corporation (Electro-Motive Division) as builder was recorded with the Interstate Commerce Commission on March 15, 1972 - ICC Recordation No. 6521.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

The names and addresses of the parties to this transaction are:

Mercantile Bank of St. Louis
Drawer 321 MPO
St. Louis, MO 63166

Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

Interstate Commerce Commission
Washington, D.C. 20423

12/14/84

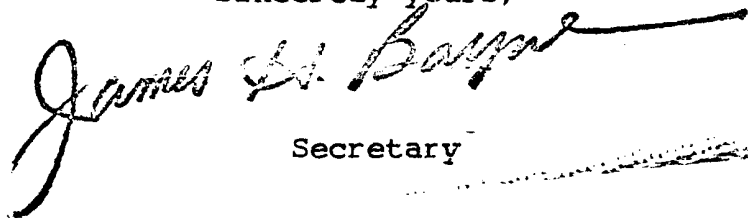
OFFICE OF THE SECRETARY

Deborah Blucher
Burlington Northern Inc.
999 Third Avenue
Seattle, Washington 98104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/14/84 at 2:25pm and assigned recordation number(s). 6521-A

Sincerely yours,


Secretary

Enclosure(s)

DEC 14 1984 2 23 PM

Executed in five counterparts of
which this is counterpart No. 02

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

WHEREAS, General Motors Corporation (Electro-Motive Division) (hereinafter called the "Builder") and the St. Louis-San Francisco Railway Company (now by merger Burlington Northern Railroad Company and hereinafter called the "Railway") have entered into a Conditional Sale Agreement dated as of March 1, 1972 (hereinafter called the "Agreement"), covering the railroad equipment described in Schedule A hereto (hereinafter called the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to Mercantile Trust Company National Association of St. Louis (hereinafter called the "Assignee") and the Agreement was filed on March 15, 1972 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act (Recordation No. 6521);

WHEREAS, the Assignee has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railway has performed all obligations therein contained;

NOW, THEREFORE, the Assignee, in accordance with the provisions of the Agreement does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell,

assign and transfer to the Railway all its title and property interest in the Equipment described in Schedule A, free of all liens and encumbrances created or retained by the Agreement.

This Bill of Sale is simultaneously executed in several counterparts, each of which so executed, is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Assignee as aforesaid has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 23 day of November, 1984.

MERCANTILE TRUST COMPANY NATIONAL
ASSOCIATION

By

Its:

ATTEST:

M. W. Dwyer
Asst Secretary

STATE OF Missouri)
) ss
CITY OF St. Louis)

On this 23 day of November, 1984, before me personally appeared Joseph F. Imbs, III to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile Trust Company National Association of St. Louis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Flora M. Walther

Notary Public
Flora M. Walther

FLORA M. WALTHER
NOTARY PUBLIC--STATE OF MISSOURI
MY COMMISSION EXPIRES JULY 2, 1988

My Commission expires: July 2, 1988

SCHEDULE A

St. Louis-San Francisco Railway Company Conditional Sale
Agreement dated March 1, 1972

Equipment List

<u>Amount</u>	<u>Description</u>	<u>SLSF SERIES</u>	<u>BN SERIES</u>
6	SW-15 Diesel Locomotives	SLSF 347-352	BN 52 - 57
20	GP 38 Diesel Locomotives	SLSF 663-673, 675-682	BN 2334-2344, 2345-2352